

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

One Communications Corp., as successor in interest to CTC Communications Group, Inc. and CTC Communications Acquisition Corp.,

Plaintiff,

-V.-

JP Morgan SBIC LLC, Sixty Wall Street
SBIC Fund, L.P., The Megunticook Fund II, L.P.,
The Megunticook Side Fund II, L.P.,
Kevin O'Hare, Jeffrey Koester,
Mellon Investor Services LLC as nominal defendant
as escrow agent and Verizon New England Inc.,
as defendant on a declaratory judgment claim,

Defendants.

) Civil Action: 07 Civ 3905 (LTS)
) (AJP)
) (ECF Case)

CERTIFICATE OF SERVICE

I, IRA K. GROSS, hereby certify that I caused the attached Memo Endorsement to be served by facsimile on September 17, 2007, on counsel for all parties in the above-captioned case.

/s/ Ira K. Gross
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September 12, 2007

By Facsimile

Honorable Laura Taylor Swain
United States District Judge
United States District Court
Southern District of New York
500 Pearl Street
New York, New York 10007

Re: One Communications Corp. v. J.P. Morgan SBIC LLC, et al.,
U.S.D.C. (S.D.N.Y.), Civil Action No. 07 Civ. 3905

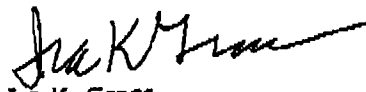
Dear Judge Swain:

We represent defendants The Megunticook Fund II, L.P. and The Megunticook Side Fund II, L.P. (the "Megunticook Defendants") in the above-referenced action. As we have previously informed Your Honor, our clients as well as other defendants intend to move to dismiss the complaint, which motions will be filed on Monday, September 17.

We are writing to request permission to file a brief of no more than 50 pages in support of our motion. The 40 page complaint, seeking more than \$20 million in alleged damages, purports to allege claims of securities fraud, controlling person liability and multiple other claims against the Megunticook Defendants, each of which is, we submit, dismissible on numerous grounds.

The defendants in this matter have a number of common defenses, and we will be joining in and relying on certain sections of the J.P. Morgan defendants' brief. However, there are a number of defenses unique to the Megunticook Defendants. Therefore, we respectfully request permission to file a brief of no more than 50 pages in support of the motion to dismiss.

Respectfully yours,


Ira K. Gross

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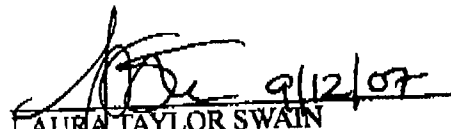
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MEMO ENDORSED

IT IS ORDERED that counsel to whom this Memo Endorsement is sent is responsible for faxing or otherwise delivering promptly a copy to all counsel and unrepresented parties and filing a certificate of such service within 5 days from the date hereof. Do not fax such certification to Chambers.

*Permission to file a 40-page
brief is granted.*

SO ORDERED.


LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE

(B0678742; 1)

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